

ORIGINAL COUNTERPART

NO. 4

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST

RECORDATION NO.

6015-A  
Filed & Recorded

SERIES Q

OCT 30 1969 - 9 20 AM

INTERSTATE COMMERCE COMMISSION

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AGREEMENT

dated as of October 15, 1969

supplementing

EQUIPMENT TRUST AGREEMENT

dated as of January 1, 1969

between

THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY,  
Trustee

and

NORFOLK AND WESTERN RAILWAY COMPANY

RECEIVED  
OCT 30 9 17 AM '69  
I.C.C.  
FEE OPERATION BR.

AGREEMENT dated as of October 15, 1969, between NORFOLK AND WESTERN RAILWAY COMPANY, a Virginia corporation (hereinafter called the Company), and THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, a Pennsylvania corporation (hereinafter called the Trustee).

WHEREAS, by Equipment Trust Agreement dated as of January 1, 1969 (hereinafter called the Trust Agreement), between the Trustee and the Company, there was constituted "Norfolk and Western Railway Equipment Trust, Series Q," and it was agreed that the railroad equipment described in the Trust Agreement (therein and herein called the Trust Equipment) was to be acquired by the Trustee and leased to the Company;

WHEREAS, in the Trust Agreement it is provided that the Company may replace, at its own cost and expense, any of the Trust Equipment that may become worn out, unsuitable for use, lost or destroyed with standard-gauge railroad equipment (other than work or passenger equipment) of equal value, which equipment shall have been first put into operation after the date of the Agreement (hereinafter called Replacement Equipment); and

WHEREAS, the Company desires to cause to be transferred to the Trustee Replacement Equipment free from all liens and encumbrances and to subject the same to the provisions of the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the parties hereto hereby agree as follows:

1. The Trustee hereby leases to the Company the following additional units of standard-gauge railroad equipment as Replacement Equipment under Norfolk and Western Railway Equipment under Norfolk and Western Railway Equipment Trust, Series Q:

<u>Number of Units</u>	<u>Description</u>	<u>Company's Road Numbers</u>
5	86'6" 100-ton high cube boxcars	861159-861163

2. The Company shall cause this Agreement to be recorded promptly in the same manner as the Agreement was so recorded.

3. The provisions of this Supplement, and all rights and obligations of the parties hereunder, shall be governed by the laws of the Commonwealth of Virginia.

4. All the covenants, terms and stipulations contained in the Trust Agreement, as supplemented, shall remain in full force and effect and be binding upon the parties hereto.

5. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original,

and all such counterparts shall together constitute a single instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be signed and acknowledged by their proper officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day and year first above written.

NORFOLK AND WESTERN RAILWAY COMPANY

By

*[Signature]*  
Assistant Vice President Finance

ATTEST:

*[Signature]*  
Assistant Secretary

THE FIRST PENNSYLVANIA BANKING  
AND TRUST COMPANY, as Trustee

By

*[Signature]*  
Vice President

ATTEST:

*[Signature]*  
Assistant Secretary

John Van Almon Jr  
Notary Public

COMMONWEALTH OF PENNSYLVANIA )  
 ) ss.:  
COUNTY OF PHILADELPHIA )

Notary Public

MARY E. DAVIS, NOTARY PUBLIC  
PHILADELPHIA, PHILADELPHIA COUNTY, PA.  
MY COMMISSION EXPIRES JULY 3, 1972